

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
: Chapter 11
Delphi Automotive Systems LLC, : Case No. 05-44481
: (Jointly Administered)
Debtors. :
:
:
-----X

**NOTICE OF TRANSFER OF CLAIM AND WAIVER OF NOTICE PURSUANT TO
FEDERAL BANKRUPTCY RULE 3001(e)(2)**

The undersigned Transferee hereby gives notice of the assignment and transfer of their claim No. 14140 for consideration received. The Transferee (i) requests that any dividend checks and proceeds be made payable to Transferee, (ii) specifically waives notice of the transfer and hearing required by Rule 3001(e)(2) (iii) and submits the following information:

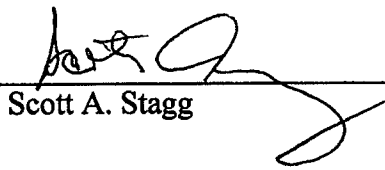
Name and address of Transferor:

SPCP GROUP, L.L.C.
Two Greenwich Plaza, 1st Floor
Greenwich, CT 06830
Attn: Brian Jarman

Name and address of Transferee:

3V Capital Master Fund Ltd
c/o 3V Capital Management LLC
1 Greenwich Office Park South
Greenwich, CT 06831
Attn: Jason M. Alper

Amount of claim being transferred: \$1,641,742.91. This transfer is unconditional.



Scott A. Stagg

3V Capital Management LLC
(203) 629-9565

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
Delphi Automotive Systems LLC, : Chapter 11
Debtors. : Case No. 05-44481
: (Jointly Administered)
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EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, **SPCP GROUP, L.L.C., as Agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund Ltd. ("Assignor")**, as assignee of Jabil Circuit, Inc., hereby unconditionally and irrevocably sells, transfers and assigns to **3V Capital Master Fund Ltd ("Assignee")** all of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its general unsecured claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) in the total amount of \$1,641,742.91 (Claim No. ~~14140~~) against Delphi Automotive Systems LLC or any one of its operating subsidiaries, the debtor-in-possession in the chapter 11 reorganization case entitled, *In re: Delphi Automotive Systems LLC, Chapter 11 jointly administered Case No. 05-44481* pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and any and all proofs of claim assigned to Assignor by the original owner thereof and any and all notices of Evidence of Transfer filed by Assignor with the Bankruptcy Court in respect of the foregoing claim.

Assignor hereby waives any objection to the transfer of the Assigned Claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim, Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim, and all payments or distributions of money or property in respect of claim, shall be delivered or made to the Assignee.

(The remainder of this page is left blank intentionally. The signatures follow on next page.)

IN WITNESS HEREOF, this EVIDENCE OF TRANSFER OF CLAIM IS
EXECUTED THIS 19th day of December, 2006.

**SPCP GROUP, L.L.C., AS AGENT FOR SILVER
POINT CAPITAL FUND, L.P. AND SILVER
POINT CAPITAL OFFSHORE FUND LTD.**

By: 

Name:

Title:

**Michael A. Gatto
Authorized Signatory**